

A. EXECUTIVE SUMMARY

TECHNICAL PROPOSAL: EXECUTIVE SUMMARY



WMB Heartland Justice Partners (WMB) Revised Proposal is the product of a collaborative effort among industry-leading team members, who together have developed a comprehensive solution to improve the Indianapolis criminal justice environment by creating a meaningful civic campus for the City of Indianapolis and Marion County. WMB's approach meets the City's overarching objectives of certainty of execution, responsiveness to cost-effectiveness and a locally committed team that will serve as a responsible long-term partner to the local community.

Why this Team?

A UNIQUE DEVELOPER TEAM

WMB is led by three reputable P3 developers who bring an impressive portfolio of national and global social infrastructure experience. The equity team is anchored by Meridiam, a leading developer with credentials that include sole developer of the Long Beach Courthouse in California, that also brings its unique long term commitment structure to ensure continuity to its clients. Walsh Investors is an investor/developer of P3s and social infrastructure throughout North America and is an affiliate of The Walsh Group, one of the largest contractors in Indiana. Balfour Beatty Investments brings a vertically integrated platform (investment, construction, operations) with over 70 projects developed globally.

EXPERIENCED KEY INDIVIDUALS

WMB is offering the key individuals who worked closely together on the Long Beach Courthouse project, including Joe Aiello (Board Member), Freddy Rayes (CEO of Long Beach SPV) and Paul Danna (lead architect). In addition, Jane Garvey (Meridiam's

WMB Heartland Justice Partners



PROJECT COMPANY

WMB Heartland Justice Partners



EQUITY MEMBERS

Meridiam Infrastructure (70%)



Walsh Investors, L.L.C. (15%)

Balfour Beatty Investments Inc. (15%)



DESIGN-BUILD TEAM

Design-Build Contractor:

Walsh Heery, a Joint Venture

A/E Firms:

Heery International, Inc.

Skidmore, Owings & Merrill LLP

Dewberry Architects, Inc.



FACILITIES O&M PROVIDER

Cofely Services


Chairwoman) will serve as the Chair of the WMB Project Company Board. Complementing this team are a number of key individuals who have previously worked on similar assignments including Kevin Swain of Walsh Construction who brings 24 years of correctional experience as well as Albert French of Cofely who will lead the Facilities Management effort, benefiting from over 40 years of industry experience most recently serving as commissioning agent on the Alouette Correctional Center for Women in British Columbia.

UNDERSTANDING OF THE COMMUNITY

WMB's one-on-one Stakeholder meetings during the tender phase have been led by the very same professionals who will reside here and be fully assigned as a locally based Project Company to the Consolidated Justice Facility Project. A well-constructed Public-Private Partnership process such as the one lead by the City allows for proper allocation of risks to the private sector counterpart providing the City and its Stakeholders' accountability for decades to come. Alongside WMB, the City can rely on development, design, and construction partners who have been partners to the Indiana marketplace for years. Walsh Construction, Heery and Hagerman Construction will use a century of Indiana experience and deep local relationships to deliver a project of lasting value, high quality and durable facility.

Why this Solution?

Since the inception of the development process, WMB has approached the project design by placing the end users needs at the forefront of every decision. After evaluating a wide range of potential design, operating and financial solutions, and gauging Stakeholder reactions, WMB is proud to offer a campus-based Project, pairing flexibility and function of independent buildings within a dense and mutually interdependent campus. Highlights of WMB's proposal include the following:

 **Purposeful Design:** The design which provides separate facilities for the Courthouse, Adult Detention Center, Sheriff's Office, Community Corrections and Medical/Mental Health and Support allows the judges, staff, and public to best utilize the resources available in each distinct space, as only an integrated campus approach can provide.



ENHANCED CIRCULATION

The Medical/Mental Health and Support Building is centrally located to enhance circulation.



REDUCED TRAVEL TIMES

Parking facilities located in proximity to their respective buildings reduce travel times for staff members.



COMMUNITY/CAMPUS BENEFITS

The Courthouse contains a second floor "Commons" space that can be used for community events and campus-wide meetings.

WMB's proposed layout has the following attributes **beyond** the important internal security operations:



Distributed Risk: The specific layout has the advantage of limiting any specific security threat (IT, fire, riot, intruder) to a small subset of the entire campus. This includes minimizing the opportunity for public health/environmental threats to spread, as well as not providing opportunities for direct highly accelerant vehicle access to any building.



Emergency Evacuation: With multiple buildings, multiple evacuation routes, and a campus population generally closer to ground, WMB has carefully considered and optimized evacuation options.



Emergency Operations: The campus layout allows the City to establish an emergency operations center in multiple building locations, in order to best manage potential on-site situations.



Emergency access/egress: The site affords multiple access and egress points including functionality for access/ egress south of the site's panhandle to allow emergency vehicle connectivity to the Adult Detention Center, Medical/Mental Health Facility and Intake.



Safety and Security: WMB investigated a wide variety of campus and vertical building configurations to evaluate and understand key safety/security/terrorism concerns that could impact the Project. WMB elected to develop the Project as an integrated campus that created a more robust and resilient site, thereby reducing the potential impact of security breaches, public health threats, acts of terrorism and other life-safety emergency events.



Operations and Lifecycle: WMB's approach utilizes an effective combination of system redundancies, best-in-class equipment and technology, and durable materials to provide a balance of initial affordability with full 35-year lifecycle management. This approach will reduce planned downtime and interference with daily campus activity. Equally important, since the City will own the facility and its equipment, WMB will not use proprietary or single source technology and equipment, to allow for flexibility in securing best value on the City's behalf during and even beyond the Term of the Project.

Overall Site Plan



Easy Wayfinding and Connectivity: WMB's design constitutes a campus that is both simple to understand and easy to navigate. Visitors will be welcomed through the primary entrance and security screening in the center of the Courthouse. To reach this primary entrance, judges, staff and the public will arrive via the Oliver Street main entrance with a secondary access off of Henry Street. To improve connectivity to and within the site, a local bus is routed through the campus, including regular stops in front of the Courthouse, Community Corrections, and future Law Office building.

The campus organization of the site plan facilitates the placement and location of parking for each of the various site populations adjacent to their respective front doors. WMB's parking plan utilizes gated lots improving the parking fee enforcement and collection efforts.



Reliable Price Committed Financing: WMB carefully analyzed all potential project financing solutions determining that a Committed Price Private Placement offered the best value to the City by removing the risk of credit spread movement between the Proposal Due Date and Financial Close (a potentially costly exposure to the City) and completely removing execution risk from the project finance structure.

To arrive at this determination, WMB analyzed a short-term and long-term bank lending solution, widely-issued taxable and tax-exempt bonds, a volume committed private placement, and all combinations of these financing sources.

In evaluating these options, WMB considered the benefits and impacts to key stakeholders, including the City, Equity Members, lenders, and rating agencies. Ultimately, utilizing a Committed Price Private Placement alongside Equity Member investment will provide a combination of price-certain debt and fully committed equity, offering the best value to the City. Moreover, WMB's Lenders, as outlined in our Financial Plan, represent the premier private placement providers for US infrastructure, including numerous US-based institutions. The finance solution was a result of a well-marketed capital raising initiative during the last four months of the Proposal period.



CREDIT SPREAD CERTAINTY

WMB has obtained commitments from Private Placement Investors to hold their credit spread for the Proposal validity period providing certainty to the City that its Annual Service Fee will not increase due to movements in Credit Spread. WMB does not need to rely on the credit spread adjustment mechanism.

A. Organization and Proposal Contents

WMB provides the City its proposal organized as per the instructions provided in the Instructions to Offerors (ITO) Exhibit B. The Technical Proposal is divided into four binders, roll plots, a flash drive, and an envelope containing the Proposal Security and Escrow Agreement required information as shown below:

Technical Proposal

Volume 1: Executive Summary; Offeror Information, Certifications, and Documents

Volume 1 Appendices: Organizational Documents; Design-Build Agreement; Operating Service Agreement; Interface Agreement

Volume 2: Preliminary Project Management Plan, Design-Build Plan; Preliminary Operations and Maintenance Plan

Volume 2 Appendices: Key Personnel; Accommodation Schedule; Technical Drawings; Graphs and Data

Certified Roll Plot Schematics

Proposal Security (in envelope)

Escrow and Stipend Agreements (in envelopes)

* A CD containing electronic copies of the Technical Proposal is included within the original Technical Proposal package

WMBs' Financial Proposal is divided into three binders and flash drives as shown below:

Financial Proposal
Updated Financial Information
Financial Plan * Financial Plan, Forms, N, O, I and X, Election of Termination Calculation, Independent Broker/Consultant Letter * A flash drive containing electronic files of the Financial Proposal is included with the original Financial Proposal
Financial Model, Assumptions Book and instructions * A flash drive containing electronic files of the Financial Model is included with the Original Financial Model

B. Changes to PSOQ

WMB will provide and honor the commitments included in its Proposal and Statement of Qualifications (PSOQ) incorporating the changes to team members approved on November 10, 2014 as follows:

- » Equity Member, Balfour Beatty Investments, Inc. (BBI), submitted a request to the City, and subsequently received approval, for a change in its Financially Responsible Party, from Balfour Beatty Group Inc. to Balfour Beatty LLC.

C. Changes in Organization and Personnel Since the PSOQ Submission

WMB has submitted changes and/or additional information since the PSOQ that resulted in the following personnel approvals on November 7, 2014:

- » Lisa White approved as the Financial Director
- » Lalith Perera approved as the Utility Manager
- » John Anthony approved as the Construction Quality Manager
- » David Sholl approved as the Design Quality Manager
- » Joseph True approved as the Safety Manager
- » Tom Leader approved as the Landscape Architect



COMMITMENT Each Major Non-Equity Member is committed to provide specified people shown in our organizational charts and detailed in the Proposal.

- » Jaime Velez approved as the Interior Designer
- » Michelle Mirrieles Newman approved as the FFE Services Coordinator
- » C. Michael Foley approved as the Architectural Hardware Consultant
- » Elizabeth Dwyre approved as the Geotechnical Consultant
- » Allen Williams approved as the Vertical Transportation Consultant
- » Steven "Rusty" Ross approved as the Commissioning Authority (CxA)
- » Vicky Keremida approved as the Environmental Compliance Manager
- » Ryan Biziorek approved as the Acoustician

D. Proposed Management, Decision Making, and Day-to-Day Operation Structure

WMB's Organization is fully integrated and allows for effective lines of communication a balanced reporting and accountability structure. During Design and Construction, key personnel will report to WMB's Project Manager, Freddy Rayes. Freddy will be supported by WMB's Deputy Project Manager and Financial Director. During Transition and Operations, the Commissioning Authority and the O&M Manager will report to WMB's Project Manager. Key executives will report to the Board of Managers chaired by Jane Garvey. The Board of Managers will oversee the performance of WMB. The following are the guiding values for WMB's project staff:

- » **Inclusiveness:** Focusing on partnership building, WMB will hold a series of meetings and design workshops with the City and Stakeholders to continue the process of Design Development and address comments to capture user input and refine design. Managing early user input is critical to maintaining the project delivery schedule.
- » **Integration:** Understanding the long-term nature of this partnership, WMB will promote coordination between the Design-Build Contractor and the O&M Contractor throughout the project life. Our approach is for WMB to provide the City a single point of contact and accountability, promoting integration amongst team members and resolving conflicts immediately. A strength of WMB's team

is the vertically integrated structure of Walsh and Balfour Beatty's participation as both Major Equity and Major Non-Equity Members.

- » **Transparency:** A successful partnership is based on trust, open communications and transparency. To that end, the City will have the opportunity to actively participate in our design and construction program. Key to our success is the development of a comprehensive Quality Management program that takes into account inspection and testing requirements by the City and governmental agencies having jurisdiction, including the Independent Building Expert.

E. Workforce and DBE

WMB recognizes the regional significance of not only complying with but exceeding the City goals for workforce utilization and DBE participation. WMB will maximize the use of firms and residents in the Indianapolis metropolitan area throughout the design, construction and operation of the Project. WMB's approach will focus on community engagement and outreach efforts to actively promote the Project and encourage participation of minority, female and Indiana resident construction workers as well as qualified DBE firms. To assist in our efforts, WMB has retained the specialized services of local Indianapolis firm, Indiana Strategic Resource Group, LLC (ISRG). ISRG is a City of Indianapolis certified MBE and WBE who will assist WMB in the areas of affirmative outreach and workforce relations. ISRG played an important role in our initial outreach event, hosted on July 1st and 2nd, 2014 and attended by nearly 100 participants and over 30 DBE firms.

Our workforce and DBE methodology also implements (a) Executive Level Support, (b) Early Execution, (c) Multiple Source Lists and Databases, (d) Solicitation and Follow Up, (e) Advertisements, (f) Business Development Centers, and (g) DBE Conference Attendance. These initiatives have proven very effective in providing maximum practicable opportunities and the attainment of project specific workforce and DBE goals. WMB will structure work packages to foster DBE involvement and promote partnering with larger subcontractors.



WMB's numerous innovations minimize impacts to the environment, enhance the civic importance of the building, and offer efficient operations and maintenance.

Our continuous monitoring and tracking reports will provide the City exact workforce participation and DBE participation details along with complete transparency. WMB will apply its approach to local partnering and outreach throughout the project life.

F. Innovations

WMB is proud to offer numerous innovations in the design, construction, operations & maintenance and financing of the Project. Each of these innovation concepts positively impacts our solution and its delivery. Key highlights include:



Environmental/Site Design: Given the long and complex history of the site, WMB has taken a proactive approach to reducing exacerbation of any on-site environmental conditions by locating the buildings away from affected areas and previous building foundations to the maximum extent possible. In addition, WMB will introduce phytoremediation (plantings, etc.) to help treat ground water organically. In addition, WMB will install a Vapor Intrusion Mitigation System, offering a state-of-the-art system for reliable environmental monitoring of all buildings located on the campus.

To achieve a sustainable, energy efficient solution WMB's design renews Indianapolis' commitment to environmental stewardship by integrating both



OCCUPANCY DATE: JULY 1, 2018

WMB's Scheduled Occupancy Date is July 1, 2018, the earliest date permitted in the Public-Private Agreement

active and passive design strategies, which minimizes consumption of natural resources as well as the integration of sustainable maintenance and operations procedures.



Civic Importance: The WMB Courthouse design underscores the civic importance of the building and seeks to provide a respectful environment to support the City and Marion County business conducted within. Innovations supporting this intent include an upward sloping site that raises the Courthouse entrance one level, thereby separating movements of the public and secure populations. In addition, the Courthouse floor design utilizes a methodology to minimize sound transfers between courtrooms and from mechanical equipment. The Adult Detention Center and Community Corrections apply design and construction innovations, such as identical sizing of single and double pre-cast cells to improve footprint functionality and offer the City additional flexibility for future capacity expansion.



Site Maintenance & Rehabilitation: WMB, with its O&M Service Provider Cofely, have designed an O&M approach that balances dedicated onsite staff to provide prompt response to user

requests with efficient lifecycle rehabilitation planning.

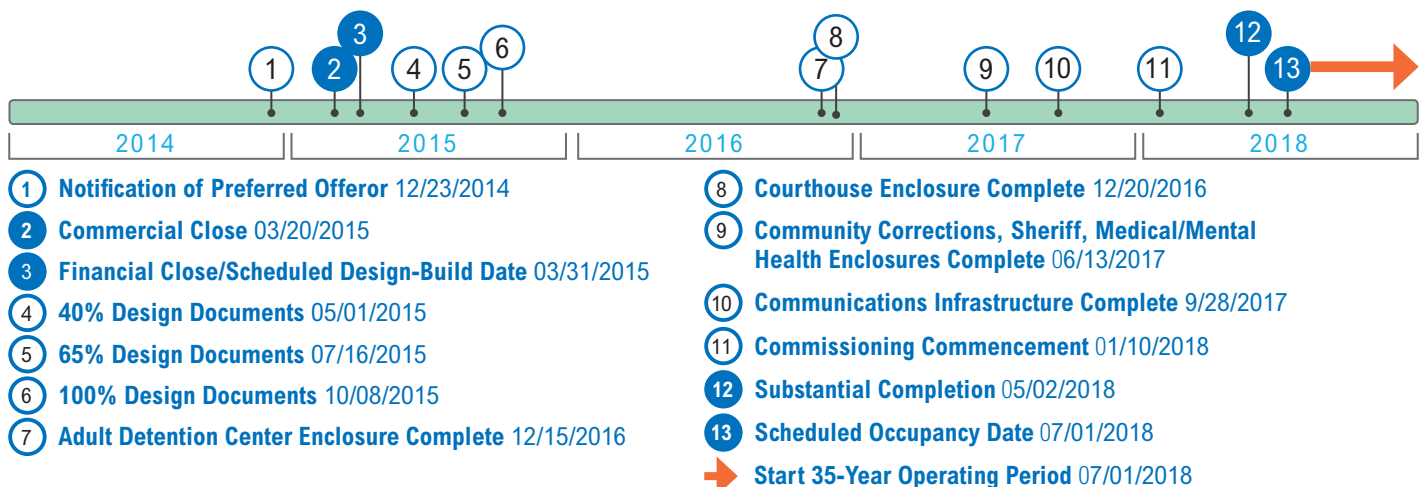
Customer service experience is the first priority. Enhancing the onsite staff will be a CMMS (Computerized Maintenance Management System) that tracks and monitors the status of each service request and measures management and quality of service.

The design/build team and the O&M Service Provider worked together during the proposal phase and ultimately decided on a single centralized location for major mechanical equipment. This improves safety, limits operational disturbances, and reduces lifecycle expenditures.

G. CONCEPTUAL PROJECT SCHEDULE

WMB understands that expediting Financial Close is a high priority of the City and WMB has developed a comprehensive Proposal to reach Financial Close as early as possible. To further achieve this objective, all key contracts including the Design-Build Agreement, Operating Services Agreement, and Interface Agreement have been negotiated and finalized prior to the Proposal submission. This evidences WMB's commitment to achieving an early Financial Close and complete construction by July 2018. The table below outlines key milestones for development, design, construction, and operations and maintenance of the Facility.

KEY PROJECT MILESTONES



ROLES OF EQUITY MEMBERS AND MAJOR PARTICIPANTS (INCLUDING SHARES AND OWNERSHIP)

Firm Name	Role	Share of Ownership
Equity Members		
Meridiam Infrastructure Indy Justice, LLC	Equity Member	70%
Walsh Investors, L.L.C.	Equity Member	15%
Balfour Beatty Investments, Inc.	Equity Member	15%
Major Participants (Other than Equity Members)		
Walsh Construction Company II, LLC	Design-Build Contractor	100%
Heery International, Inc.	Design-Build Contractor	30%
Cofely Services Inc.	Lead O&M Contractor	N/A
Heery International, Inc.	Lead Architectural/Engineering Firm	N/A
Skidmore, Owings & Merrill LLP	Member of Lead Architectural/Engineering Firm	N/A
Dewberry Architects Inc.	Member of Lead Architectural/Engineering Firm	N/A

RELATIONSHIP BETWEEN EQUITY MEMBERS/MAJOR PARTICIPANTS
AND FINANCIALLY RESPONSIBLE PARTIES

Equity Member/Major Participant	Financially Responsible Party	Relationship
<p>Meridian Infrastructure Indy Justice, LLC</p> 	<p>» Meridian Infrastructure North America Fund II, LP » Meridian Infrastructure North America Fund II, (Domestic) LP » Meridian Infrastructure North America Fund II AIV, LP » Meridian Infrastructure North America Fund II, AIV II, LP</p> 	<p>Parent Company (100% Shareholding)</p>
<p>Walsh Investors, L.L.C</p>  <p>WALSH INVESTORS, L.L.C</p>	<p>The Walsh Group, Ltd.</p>  <p>THE WALSH GROUP, LTD.</p>	<p>Affiliated Company</p>
<p>Balfour Beatty Investments, Inc.</p> 	<p>Balfour Beatty, LLC</p> 	<p>Parent Company</p>
<p>Walsh Construction Company II, LLC</p>  <p>WALSH CONSTRUCTION COMPANY II, LLC</p>	<p>The Walsh Group, Ltd.</p>  <p>THE WALSH GROUP, LTD.</p>	<p>Affiliated Company</p>
<p>Heery International, Inc</p> 	<p>N/A</p>	<p>N/A</p>
<p>Cofely Services Inc.</p> 	<p>N/A</p>	<p>N/A</p>
<p>Skidmore, Owings & Merrill LLC</p> 	<p>N/A</p>	<p>N/A</p>
<p>Dewberry Architects Inc.</p> 	<p>N/A</p>	<p>N/A</p>